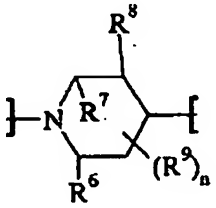
CLAIM LISTING:

1. (Currently amended) A compound having the formula:

$$Ar—(F)—(E)—(CR^3R^4)—(CHR^5)_m—(T)—(Q)—Ar^1,$$

wherein

T is  , where R^6 is taken together with one of R^7 and R^8 to form a bridge of one to two bridgehead carbon atoms, and the other of R^7 and R^8 is selected from hydrogen and R^9;

Ar and Ar^1 are, ~~independently of~~ each phenyl ~~other, aryl or heteroaryl~~;

F is alkylene, alkenylene, or a bond;

E is selected from $-C(=O)N(R^{10})-$, $-SO_2N(R^{10})-$, $-N(R^{11})C(=O)N(R^{10})-$, $-N(R^{11})SO_2N(R^{10})-$, $-N(R^{11})C(=S)N(R^{10})-$, $-N(R^{11})C(=O)-$, $-N(R^{11})SO_2-$, $-N(R^{12})C(=O)CH(R^{13})-$, and $CH(R^{13})C(=O)N(R^{12})-$, where:

R^{10}, R^{11}, R^{12}, and R^{13} are, independently of each other, hydrogen, alkyl, acyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, aralkenyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heteroalkyl, or -(alkylene)-C(=O)-Z, where Z is alkyl, haloalkyl, alkoxy, haloalkyloxy, hydroxy, amino, mono- or disubstituted amino, aryl, aralkyl, aryloxy, aralkyloxy, heteroaryl, heteroaryloxy, or heteroaralkyloxy;

or alternatively, R^{12} and R^{13} may be taken together with the nitrogen and carbon atoms to which they are attached, respectively, to form a heterocyclyl or heteroaryl ring optionally substituted with up to two groups selected from R^{14};

R^3 and R^4 are, independently of each other, hydrogen, alkyl, alkenyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl, heterocyclylalkyl, heteroalkyl, -(alkylene)-C(=O)-Z^1, or -(alkylene)-$C(O)_2Z^1$, where Z^1 is alkyl, haloalkyl, alkoxy, haloalkyloxy, hydroxy, amino, mono- or disubstituted amino, aryl, aralkyl, aryloxy, aralkyloxy, heteroaryl, heteroaryloxy, or heteroaralkyloxy;

R^5 is hydrogen or alkyl;

Q is -C(=O)- or C_{1-2}alkylene;

R^9 is attached to any available carbon atom of ring T and is selected from lower alkyl, hydroxy, lower alkoxy, halo, cyano, trifluoromethyl, trifluoromethoxy, or a lower alkyl substituted with one of hydroxy, lower alkoxy, halo, cyano, trifluoromethyl, or trifluoromethoxy;

R^{14} is selected from lower alkyl, hydroxy, lower alkoxy, halo, cyano, trifluoromethyl, trifluoromethoxy, and a lower alkyl substituted with one of hydroxy, lower alkoxy, halo, cyano, trifluoromethyl, or trifluoromethoxy;

m is 0 or 1; and

n is 0 to 4; and

~~prodrugs, individual isomers, mixtures of isomers, and~~ pharmaceutically acceptable salts thereof.

2. (Currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt or ~~prodrug~~ thereof, wherein:

Ar and Ar^1 are both phenyl;

F is a bond;

E is selected from $-C(=O)N(R^{10})-$, $-N(R^{11})C(=O)N(R^{10})-$, $-N(R^{11})C(=O)-$, $-N(R^{12})C(=O)CH(R^{13})-$, and $CH(R^{13})C(=O)N(R^{12})-$, where:

R^{10}, R^{11}, R^{12}, and R^{13} are, independently of each other, hydrogen or alkyl;

or alternatively, R^{12} and R^{13} may be taken together with the nitrogen and carbon atoms to which they are attached, respectively, to form a heterocyclyl or heteroaryl ring optionally substituted with up to two groups selected from R^{14};

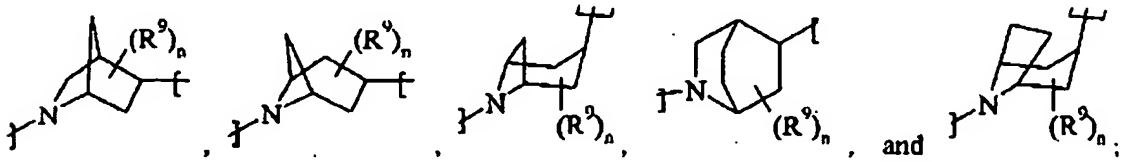
R^3 and R^4 are, independently of each other, hydrogen, alkyl, alkenyl, haloalkyl, heteroalkyl, or -(alkylene)-C(=O)-Z^1, where Z^1 is alkyl, haloalkyl, alkoxy, haloalkyloxy, hydroxy, amino, mono- or disubstituted amino, aryl, aralkyl, aryloxy, aralkyloxy, heteroaryl, heteroaryloxy, or heteroaralkyloxy;

Q is $-CH_2-$;

R^9 and R^{14} are independently selected from methyl, ethyl, hydroxy, methoxy, halo, cyano, trifluoromethyl, or trifluoromethoxy; and

n is 0 to 2.

3. (Currently amended) A compound according to claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein T is selected from the group consisting of:



and R^9 is attached to any available carbon atom of ring T and is selected from lower alkyl and hydroxy, and *n* is 0 to 2.

4. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

Ar is a phenyl ring optionally substituted with one, two or three substituents selected from alkyl, heteroalkyl, alkoxy, $-COR^{15}$, $-SO_2R^{17}$, methylenedioxy, hydroxy, halo, acylamino, amino, mono- or disubstituted amino, $-CONR^{15}R^{16}$, -(alkylene)-$CONR^{15}R^{16}$, $-COOR^{15}$, -(alkylene)-$COOR^{15}$ and/or $-NR^{16}SO_2R^{17}$;

R^{15} and R^{16} are each independently hydrogen or alkyl; and

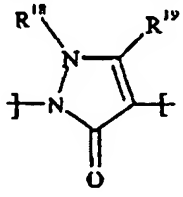
R^{17} is alkyl, amino or mono or disubstituted amino.

5. (Currently amended) A compound of claim 4, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

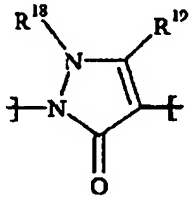
Ar is selected from phenyl, 4-chlorophenyl, 4-methylphenyl, 4-methoxyphenyl, 3-methylsulfonylphenyl, 3,5-dimethoxyphenyl, 3,4-dimethoxyphenyl, and 3,4,5-trimethoxyphenyl.

6. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein F is a bond.

7. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

E is $-C(=O)N(R^{10})-$, $-N(R^{10})C(=O)N(R^{11})-$, or $N(R^{12})C(=O)CH(R^{13})-$, where R^{10} and R^{11} are hydrogen or lower alkyl, and R^{12} and R^{13} are taken together with the nitrogen and carbon atoms to which they are attached, respectively, to form  ; where R^{18} and R^{19} are selected from hydrogen and lower alkyl.

8. (Currently amended) A compound of claim 7, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

E is  ; and m is 0.

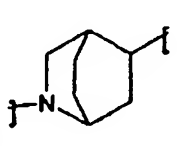
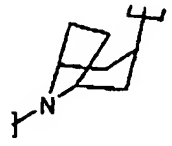
9. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

R^3 is hydrogen; and

R^4 is hydrogen, methyl, ethyl, 1-methylethyl, isopropyl, 1-hydroxyethyl or 2-hydroxyethyl.

10. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

R^3 is hydrogen; and R^4 is 1-methylethyl.

11. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein T is  or 

12. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein Q is $-CH_2-$.

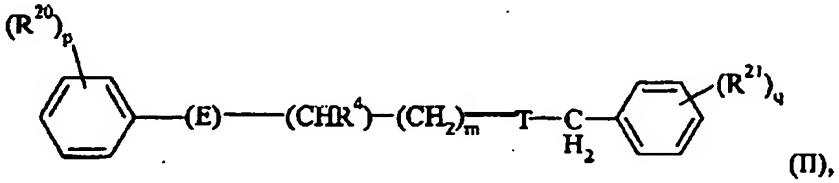
13. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

Ar^1 is a phenyl ring optionally substituted with one, two or three substituent selected from alkyl, heteroalkyl, alkoxy, halo, trifluoromethyl, nitro, or mono- or disubstituted amino.

14. (Currently amended) A compound of claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

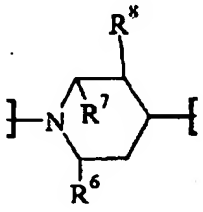
Ar^1 is 4-chlorophenyl or 3,4-dichlorophenyl.

15. (Original) A compound having the formula (II):



(II),

or a pharmaceutically-acceptable salt thereof, in which:

T is  , where R^6 is taken together with one of R^7 and R^8 to form a bridge of one to two bridgehead carbon atoms optionally substituted with one to two CH_3, and the other of R^7 and R^8 is selected from hydrogen and lower alkyl;

E is selected from -C(=O)N(R^{10})-, -N(R^{11})C(=O)N(R^{10})-, and -N(R^{12})C(=O)CH(R^{13})-, where:

R^{10}, R^{11}, R^{12}, and R^{13} are independently of each other hydrogen or lower alkyl, or alternatively, R^{12} and R^{13} may be taken together with the nitrogen and carbon atoms to which they are attached, respectively, to form a five-membered heterocyclyl or heteroaryl ring having up to two N atoms and optionally substituted with up to two groups selected from methyl, ethyl, hydroxy, methoxy, halo, cyano, trifluoromethyl, and trifluoromethoxy;

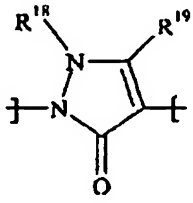
R^4 is hydrogen, lower alkyl, or lower alkyl substituted with hydroxy;

R^{20} and R^{21} are each independently selected from halo, OR^{22}, and SO_2R^{22}, wherein R^{22} is lower alkyl;

m is 0 or 1;

p and *q* are independently 0, 1, 2 or 3.

16. (Currently amended) A compound of claim 15, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein

E is selected from -C(=O)NH-, -NHC(=O)NH-, and  , where R^{18} and R^{19} are each hydrogen or lower alkyl;

R^4 is hydrogen, methyl, ethyl, 1-hydroxyethyl, or 1-methylethyl;

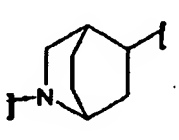
R^6 is taken together with one of R^7 and R^8 to form a bridge of two bridgehead carbon atoms and the other of R^7 and R^8 is hydrogen;

R^{20} is selected from halo, methoxy, and methylsulfonyl;

R^{21} is halo;

p is 0, 1, 2 or 3; and

q is 0, 1, or 2.

17. (Currently amended) A compound of claim 16, or a pharmaceutically acceptable salt ~~or prodrug thereof~~, wherein T is  or  .

18. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

19-20. Canceled.

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